

ORIGINAL



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BEFORE THE ARIZONA CORPORATION COMMISSION

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AZ CORP COMMISSION
DOCKET CONTROL

GARY PIERCE
Chairman
BOB STUMP
Commissioner
SANDRA D. KENNEDY
Commissioner
PAUL NEWMAN
Commissioner
BRENDA BURNS
Commissioner

In the Matter of the Joint Application of

(1) Level 3 Communications, LLC, Broadwing
Communications, LLC, WilTel Communications,
LLC, and Global Crossing Telecommunications,
Inc. for a Limited Waiver of the Public Utility
Holding Companies and Affiliated Interest Rules
(A.A.C. R14-2-801 et seq.) or, in the alternative,
Approval of Guarantee under A.A.C. R14-2-804;

and

(2) Level 3 Communications, LLC, Broadwing
Communications, LLC, WilTel Communications,
LLC, and Global Crossing Telecommunications,
Inc. for Authorization to Encumber and/or
Mortgage their Assets

Docket Nos.
T-03654A-12-0487
T-04176A-12-0487
T-03708A-12-0487
T-02438B-12-0487

NOTICE OF FILING
AFFIDAVIT OF PUBLICATION

Level 3 Communications, LLC, Broadwing Communications, LLC, WilTel
Communications, LLC, and Global Crossing Telecommunications, Inc., through undersigned
counsel, hereby files the attached affidavit of publication.

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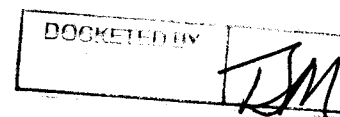
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Arizona Corporation Commission
DOCKETED

DEC 13 2012



RESPECTFULLY SUBMITTED this 13th day of December, 2012.

ROSHKA DEWULF & PATTEN



Michael W. Patten
Timothy J. Sabo
Roshka DeWulf & Patten
One Arizona Center
400 East Van Buren Street, Suite 800
Phoenix, AZ 85004

Attorneys for Applicants

ORIGINAL and thirteen (13) copies
of the foregoing filed
this 13th day of December, 2012, with:

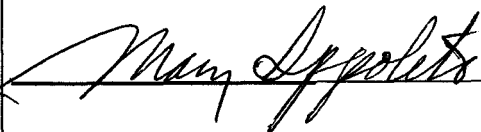
Docket Control
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

Copy of the foregoing hand-delivered
this 13th day of December, 2012, to:

Lyn Farmer, Esq.
Chief Administrative Law Judge
Hearing Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

Janice Alward, Esq.
Chief Counsel
Legal Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

Steve Olea, Director
Utilities Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007



THE ARIZONA REPUBLIC

IN THE MATTER OF THE
JOINT APPLICATION OF LEV-
EL 3 COMMUNICATIONS,
LLC, BROADWING COMMU-
NICATIONS, LLC, WITEL
COMMUNICATIONS, LLC
AND GLOBAL CROSSING
TELECOMMUNICATIONS,
INC. FOR A LIMITED WAIVER
OF THE PUBLIC UTILITY
HOLDING COMPANIES AND
AFFILIATED INTEREST
RULES (A.A.C. R14-2-801 et
seq.) OR, IN THE ALTERNA-
TIVE APPROVAL OF GUAR-
ANTEE UNDER A.A.C. R14-2-
804 AND AUTHORIZATION
TO ENCUMBER AND/OR
MORTGAGE THEIR ASSETS --
DOCKET NOS. T-03654A-12-
0487, T-04176A-12-0487,
T-03708A-12-0487 AND
T-02438B-12-0487.

Level 3 Communications,
LLC, Broadwing Communi-
cations, LLC, Witel Com-
munications, LLC and Global
C r o s s i n g
Telecommunications, Inc.
("Applicants") filed an Ap-
plication ("Application") on
December 5, 2012, with the
Arizona Corporation Com-
mission ("Commission") in
Docket No. T-03654A-12-
0487 et al. requesting a lim-

ited waiver of the Commis-
sion's Public Utility Holding
Companies and Affiliated In-
terests Rules, A.A.C. R12-2-
801 et seq., or in the alter-
native, approval to provide
guarantees in connection
with financing transactions
totaling approximately \$1.2
billion. Applicants also seek
approval to pledge certain
assets in connection with
these financing arrange-
ments.

The Application is available
for inspection during regu-
lar business hours at the
Commission's offices at
1200 West Washington
Street, Phoenix, Arizona
85007, and at the office of
Applicants' legal counsel,
Michael W. Patten, Esq.,
Roshka DeWulf & Patten,
PLC 400 East Van Buren
Street, Suite 800, Phoenix,
Arizona 85004. Intervention
in the Commission's pro-
ceedings on the application
shall be permitted to any
person entitled by law to in-
tervene and having a direct
substantial interest in this
matter. Persons desiring to
intervene must file a Motion
to Intervene with the Com-
mission which must be
served upon applicant and
which, at a minimum shall
contain the following infor-
mation: (1) The name, ad-
dress and telephone num-
ber of the proposed
intervenor and of any per-
son upon whom service of
documents is to be made if
different than the
intervenor; (2) A short
statement of the proposed
intervenor's interest in the
proceeding; (3) Whether the
proposed intervenor desires
a formal evidentiary hearing
on the application and the
reasons for such a hearing;
(4) A statement certifying
that a copy of the Motion to
Intervene has been mailed
to Applicant. Intervention
shall be in accordance with
A.A.C. R14-3-105, except
that all Motions to Intervene
must be filed on, or before,
the 15th day after this no-
tice.

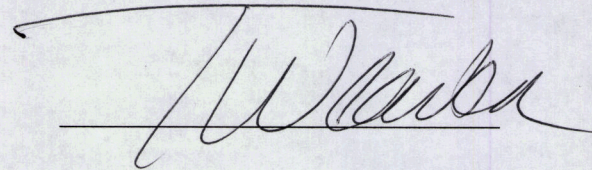
Pub: December 10, 2012

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

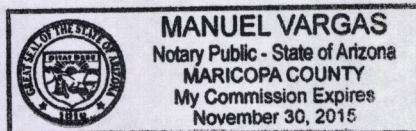
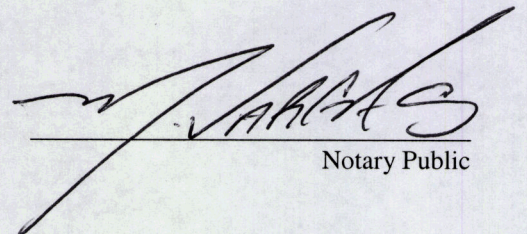
Tabitha Weaver, being first duly sworn, upon oath deposes
and says: That she is a legal advertising representative of
the Arizona Business Gazette, a newspaper of general
circulation in the county of Maricopa, State of Arizona,
published at Phoenix, Arizona, by Phoenix Newspapers
Inc., which also publishes The Arizona Republic, and that
the copy hereto attached is a true copy of the advertisement
published in the said paper on the dates as indicated.

The Arizona Republic

December 10, 2012



Sworn to before me this
10th day of
December A.D. 2012

Notary Public